

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W.R. GRACE & CO., <u>et al.</u> ¹)	Case No. 01-1139 (JKF)
)	Jointly Administered
Debtors.)	Related To Docket No. <u>22021</u>

**PLAN PROONENTS' MOTION FOR LEAVE TO EXCEED BRIEF PAGE
LIMITATION WITH RESPECT TO THEIR CONSOLIDATED PHASE I BRIEF IN
SUPPORT OF CONFIRMATION OF JOINT PLAN OF REORGANIZATION UNDER
CHAPTER 11 OF THE BANKRUPTCY CODE**

The Plan Proponents hereby submit this motion for entry of an order, pursuant to rules 7007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (as amended, the "Local Rules") and General Chambers Procedure 2(a)(iv), authorizing them to exceed the forty (40) page answering brief limit under Local Rule 7007-2 and General Chambers Procedure 2(a)(4) in order to file their one *Consolidated Phase I Brief In Support Of Confirmation Of Joint Plan Of Reorganization Under*

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Chapter 11 Of The Bankruptcy Code (the “Confirmation Brief”). In support of the relief requested, the Plan Proponents respectfully state as follows:

1. Pursuant to the *Third Amended Case Management Order Related to the First Amended Joint Plan of Reorganization* [Docket No. 21544], on June 1, 2009 the Plan Objectors filed ten (10) separate Trial Briefs regarding Phase I of the Plan. These Trial Briefs consist of hundreds of pages of pleadings and thousands of pages of exhibits.
2. In response, rather than each preparing their own trial brief to potentially address each of the Plan Objectors separate Trial Briefs, the four Plan Proponents have prepared one consolidated Confirmation Brief that will not exceed 60 pages in total length. By doing so, the Plan Proponents have vastly cut down on the number of pages that could otherwise have been submitted to the Court in the form of trial briefs.
3. Local Rule 7007-2(a)(iv) provides that “[w]ithout leave of Court, no opening or answering brief shall exceed forty (40) pages and no reply shall exceed twenty (20) pages, in each instance, exclusive of any tables of contents and citations.” Del. Bankr. LR 7007-2(a)(iv). In addition, General Chambers Procedure 2(a)(iv) provides that “. . . [n]o objection to, or briefs or memoranda in support of, confirmation shall exceed 40 pages
4. As a result, the Plan Proponents respectfully request that the Court grant them leave to exceed the 40 page limit with respect to a single answering brief, so that they may file their consolidated Confirmation Brief which does not exceed 60 pages in length.

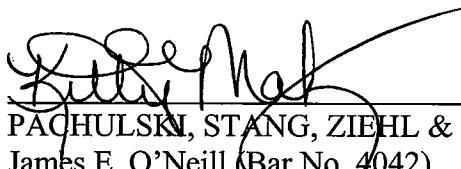
WHEREFORE, the Plan Proponents respectfully request that the Court enter an order authorizing them to exceed the forty (40) page limit under Local Rule 7007-2 in order for them to file one consolidated Confirmation Brief, and (ii) granting such other and further relief as the Court may deem just and proper.

Dated: June 8, 2009

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